

DIGJAM

Code of Fair
Disclosure and
Conduct

➤ PRELIMINARY

The Company has formulated the Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information hereinafter called as Principles of Fair Disclosure.

➤ OBJECTIVE

Fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Adhering to principles of fair disclosures such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings.

➤ OVERSEEING AND CO-ORDINATING DISCLOSURE

Company Secretary shall be responsible for prompt public disclosure of unpublished price sensitive information i.e. to Stock Exchanges that would impact price discovery, so as to ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. In the event of inadvertent selective disclosure of unpublished price sensitive information, prompt action will be taken to ensure such information is generally available.

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. will be disclosed only who need the information to discharge their duty..

➤ RESPONDING TO MARKET RUMOURS

Company Secretary of the Company shall promptly deal with any query or request for verification of market rumours received from stock exchanges/ regulatory bodies.

➤ DISCLOSURE/ DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

Functional Directors/Head of Finance Department who will act as Concerned Official(s) only shall disclose any information (which will not be unpublished price sensitive information) relating to the Company's Securities to Institutional Investors & Analysts.

All the officials of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:

i. Sharing of non-public information

Concerned Official(s) shall provide only public information to the analysts/research persons/large investors like institutions. In case, non-public information (which will not be unpublished price sensitive information) is proposed to be provided, the person proposing to

do so shall provide information after consulting the concerned Functional Director(s) in advance.

ii. Recording of discussion

Concerned Official(s) shall ensure official confirmation and documentation of disclosures made by making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website.

➤ **COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

No insider (as defined under the SEBI (Prohibition of Insider Trading), Regulations, 2015) shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purpose (as defined below), performance of duties or discharge of legal obligations.

➤ **POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"**

"Legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business on a need to know basis, by an insider with designated persons, partners, collaborators, lenders, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI (Prohibition of Insider Trading), Regulations, 2015 and due notice shall be given to such person which would inter alia include the following:-

- (i) The information shared is in the nature of unpublished price sensitive information, confidentiality of such unpublished price sensitive information must be maintained, and such unpublished price sensitive information must not be disclosed by the recipient in any manner except in compliance with the SEBI (Prohibition of Insider Trading), Regulations, 2015.
- (ii) The Board of Directors of the Company shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
- (iii) The recipient must not trade in the securities of the Company while in possession of unpublished price sensitive information.
- (iv) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate

Purpose for which the Company had provided the unpublished price sensitive information and, pursuant to such written consent, such other purpose would also be considered to be a Legitimate Purpose.

Any sharing of unpublished price sensitive information, other than in compliance with this Code, the Code of Conduct or the SEBI (Prohibition of Insider Trading), Regulations, 2015, would be construed as a violation. In case of any violation, disciplinary action would be taken by the Company. The onus lies on the insider to prove to the contrary. Further, the Company shall intimate SEBI about such violations and further directions may be issued by SEBI.

In certain circumstances, sharing of unpublished price sensitive information may be construed as a violation of the SEBI (Prohibition of Insider Trading), Regulations, 2015) even while it is in pursuit of business interests of the Company. Further, in cases where a person who possesses unpublished price sensitive information is uncertain of whether the unpublished price sensitive information can be shared for a particular purpose, such person may seek clarifications from the Compliance Officer before sharing the information.

➤ **DIGITAL DATABASE**

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom unpublished price sensitive information is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

➤ **AMENDMENT**

The Board reserves the right to amend or modify this Code in whole or part, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. Any such amended Code will be accordingly updated on the website of the Company. THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

This Code is issued in pursuance of the requirements of SEBI (Prohibition of Insider Trading), Regulations, 2015, as amended.